

1 JEFFREY C. KRAUSE (State Bar No. 94053)  
jkrause@stutman.com  
2 H. ALEXANDER FISCH (State Bar No. 223211)  
afisch@stutman.com  
3 GABRIEL I. GLAZER (State Bar No. 246384)  
gglazer@stutman.com  
4 STUTMAN, TREISTER & GLATT  
PROFESSIONAL CORPORATION  
5 1901 Avenue of the Stars, 12th Floor  
Los Angeles, CA 90067  
6 Telephone: (310) 228-5600  
Telecopy: (310) 228-5788

7  
8 PAUL K. CAMPSER, (VSB No. 18133)  
pkcampsen@kaufcan.com  
9 DENNIS T. LEWANDOWSKI, (VSB No. 22232)  
dtlewand@kaufcan.com  
10 KAUFMAN & CANOLES, P.C.  
150 West Main Street, Suite 2100  
Norfolk, VA 23510  
11 Telephone: (757) 624-3000  
Telecopy: (757) 624-3169

12 Counsel for The Colonial Williamsburg Foundation  
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14 **UNITED STATES BANKRUPTCY COURT**  
15 **NORTHERN DISTRICT OF CALIFORNIA**  
16 **SAN FRANCISCO DIVISION**

17 In re ) Case No. 11-30554  
18 )  
19 CARTER'S GROVE, LLC ) Chapter 11  
20 Debtor, ) **THE COLONIAL WILLIAMSBURG**  
21 ) **FOUNDATION'S NOTICE OF MOTION**  
22 ) **AND MOTION TO TRANSFER VENUE**  
23 ) Hearing  
24 )  
25 ) Date: April 1, 2011  
26 ) Time: 9:30 a.m.  
27 ) Place: Courtroom 23  
28 ) 235 Pine Street  
San Francisco, CA 94104

1 **TO: THE HONORABLE THOMAS E. CARLSON, UNITED STATES**  
2 **BANKRUPTCY COURT JUDGE; CARTER'S GROVE, LLC; ALL**  
3 **CREDITORS AND OTHER PARTIES IN INTEREST; AND THE UNITED**  
4 **STATES TRUSTEE**

5 PLEASE TAKE NOTICE THAT, on April 1, 2011 at 9:30 a.m. at 235 Pine Street,  
6 Courtroom 23, Colonial Williamsburg Foundation ("CWF") will, and hereby does, move the United  
7 States Bankruptcy Court for the Northern District of California – San Francisco (the "California  
8 Bankruptcy Court"), the Honorable Thomas E. Carlson presiding, for an order transferring the venue  
9 of these proceedings under 28 U.S.C. § 1412 and Federal Rule of Bankruptcy Procedure 1014(a).

10 As set forth in detail in the CWF's "Memorandum in Support of Motion to Transfer  
11 Venue" (the "Memorandum") there are compelling reasons to transfer to the case to the United  
12 States Bankruptcy Court for the Eastern District of Virginia, Newport News Division for the  
13 convenience of the parties and in the interest of justice. The factors to be considered in determining  
14 whether a transfer is for the convenience of the parties or in the interest of justice include the  
15 following: (1) proximity of creditors; (2) any witnesses would be found in Virginia;  
16 (3) the Debtor's only asset is in Virginia; (4) the case would be administered most economically in  
17 Virginia; and (5) local concerns weigh in favor of transfer to Virginia. Each of these factors except  
18 for one weighs in favor of transfer. The Carter's Grove, LLC (the "Debtor") is a Virginia entity. Its  
19 sole asset, an approximately 400-acre parcel that is designated as a National Historic landmark and is  
20 listed on the National Register of Historic Places and the Virginia Landmarks Register and includes  
21 a historic mansion, reconstructed slave quarters, and archaeology sites (the "Virginia Property");  
22 most of its creditors; and the likely witnesses are located in Virginia. The major issues in the case  
23 will involve experts based in Virginia and application of Virginia law. Moreover, the Debtor's  
24 unsecured creditors, the largest of whom is owed approximately \$18,000, will be deprived, as a  
25 practical matter, of the opportunity to participate in the case if venue is retained in the California  
26 Bankruptcy Court. The Debtor has waived any objections based on inconvenience through its  
27 actions in connection with the Virginia Property and its manager's initiation of a bankruptcy case on  
28 behalf of another entity in the United States Bankruptcy Court for the Western District of Virginia.  
These facts demonstrate that Virginia is not an inconvenient forum for the Debtor or its manager.

1 A copy of the Memorandum, the Declaration of Robert B. Taylor in Support of  
2 Motion to Transfer Venue ("Taylor Declaration"), and exhibits to the Taylor Declaration have been  
3 filed contemporaneously with this motion (collectively, the "Supporting Papers"), and served on the  
4 Debtor, counsel for the Debtor, and the United States Trustee. Any party in interest who wishes to  
5 receive a copy of the Supporting Papers may contact counsel for CWF.

6 WHEREFOR, CWF respectfully requests that the Court grant this motion, transfer  
7 this case to the United States Bankruptcy Court for the Eastern District of Virginia, Newport News  
8 Division and grant such other and further relief as may be necessary.

9 Respectfully submitted,

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11 Dated: March 3, 2011

STUTMAN, TREISTER & GLATT  
JEFFREY C. KRAUSE  
H. ALEXANDER FISCH  
GABRIEL I. GLAZER

14 By: /s/ H. Alexander Fisch  
15 Counsel for THE COLONIAL  
WILLIAMSBURG FOUNDATION